

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23241-F FILED
MAR 01 '02 10-14 AM
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

February 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Renumbering and Substitution of Railcars, dated February 27, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment of Leases previously filed with the Board under Recordation Number 23241.

The name and address of the party to the enclosed document are:

[Assignor: Railcar Finance LLC
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309-1847]

Assignee: Railcar Asset Financing Trust
1819 Peachtree Rd. N.E.
Suite 425
Atlanta, GA 30309

Mr. Vernon A. Williams
January 31, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

- Exhibit A: 43 railcars whose reporting marks and road numbers are being changed;
- Exhibit B: 50 railcars being added and
50 railcars being deleted; and
- Exhibit C: 18 railcars have been destroyed

all as attached hereto

A short summary of the document to appear in the index follows:

Statement of Renumbering and Substitution of Railcars

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RAILCAR ASSET FINANCING TRUST

Suite 425
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

(404) 352-6799
Fax (404) 352-6798

RAILCAR
ASSET FINANCING TRUST

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D. C. 20423

RECORDATION NO. 23241-F FILED

Re: Recordation Numbers
23241, 23241-A, and 23241-B

MAR 01 '02

10-14 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

With respect to the railroad equipment covered by the above-referenced recordations, we wish to advise:

- 1) the reporting marks and road numbers of certain railcars have been changed as set forth on Exhibit A attached; and
- 2) certain railcars have been removed from the transactions and have been replaced as set forth on Exhibit B attached; and
- 3) certain railcars have been destroyed as set forth on Exhibit C attached.

Please file these changes under Recordation Number 23241.

Very truly yours,



Douglas J. Crouse

STATE OF GEORGIA)
) ss:
COUNTY OF COBB)

On this 27th day of February 2002, before me personally appeared Douglas J. Crouse, to me personally known, who, being by me duly sworn, says that he is an Agent of Railcar Ltd. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

Exhibit A

Car Mark Changes For STB Filing-January 2002

New Mark	New Unit No.	Old Mark	Old Unit No.
MC	005229	SLGG	015229
MC	009000	SLGG	009000
MC	009004	SLGG	009004
MC	009006	SLGG	009006
MC	009008	SLGG	009008
MC	009009	SLGG	009009
MC	009011	SLGG	009011
MC	009012	SLGG	009012
MC	009018	SLGG	009018
MC	009019	SLGG	009019
MC	009023	SLGG	009023
MC	009025	SLGG	009025
MC	009028	SLGG	009028
MC	009029	SLGG	009029
MC	009101	SLGG	009101
MC	009105	SLGG	009105
MC	009110	SLGG	009110
MC	009117	SLGG	009117
MC	009132	SLGG	009132
MC	009137	SLGG	009137
MC	009138	SLGG	009138
MC	009142	SLGG	009142
MC	009143	SLGG	009143
MC	009144	SLGG	009144
MC	009145	SLGG	009145
MC	009211	SLGG	009211
MC	009212	SLGG	009212
MC	009214	SLGG	009214
MC	009227	SLGG	009227
MC	009234	SLGG	009234
MC	009238	SLGG	009238
SLGG	000308	PRSX	000308
SLGG	000318	PRSX	000318
SLGG	000321	PRSX	000321
SLGG	000329	PRSX	000329
SLGG	000334	PRSX	000334
SLGG	000336	PRSX	000336
SLGG	000345	PRSX	000345
SLGG	000346	PRSX	000346
SLGG	015273	MC	015273
SLGG	015292	MC	015292
SLGG	015429	MC	015429
SLGG	015487	MC	015487

Exhibit B

Car Substitutions For STB Filing-January 2002

CARS	IN	CARS	OUT
Mark	Unit No.	Mark	Unit No.
ITGX	009300	ITGX	009200
ITGX	009301	ITGX	009201
ITGX	009302	ITGX	009202
ITGX	009303	ITGX	009203
ITGX	009304	ITGX	009204
ITGX	009305	ITGX	009205
ITGX	009306	ITGX	009206
ITGX	009307	ITGX	009207
ITGX	009308	ITGX	009208
ITGX	009309	ITGX	009209
ITGX	009310	ITGX	009210
ITGX	009311	ITGX	009211
ITGX	009312	ITGX	009212
ITGX	009313	ITGX	009214
ITGX	009314	ITGX	009215
ITGX	009315	ITGX	009216
ITGX	009316	ITGX	009217
ITGX	009317	ITGX	009218
ITGX	009318	ITGX	009220
ITGX	009319	ITGX	009222
ITGX	009320	ITGX	009223
ITGX	009321	ITGX	009224
ITGX	009322	ITGX	009226
ITGX	009323	ITGX	009227
ITGX	009324	ITGX	009228
ITGX	009325	ITGX	009230
ITGX	009326	ITGX	009232
ITGX	009327	ITGX	009233
ITGX	009328	ITGX	009234
ITGX	009329	ITGX	009235
ITGX	009330	ITGX	009236
ITGX	009331	ITGX	009237
ITGX	009332	ITGX	009239
ITGX	009333	ITGX	009240
ITGX	009334	ITGX	009241
ITGX	009335	ITGX	009242
ITGX	009336	ITGX	009243
ITGX	009337	ITGX	009244
ITGX	009338	ITGX	009245

Exhibit B (Continued)

ITGX	009339	ITGX	009246
ITGX	009340	ITGX	009247
ITGX	009341	ITGX	009248
ITGX	009342	ITGX	009249
ITGX	009343	ITGX	009251
ITGX	009344	ITGX	009252
ITGX	009345	ITGX	009253
ITGX	009346	ITGX	009254
ITGX	009347	ITGX	009255
ITGX	009348	ITGX	009257
ITGX	009349	ITGX	009259

Exhibit C

Car Casualties For STB Filing-January 2002

Car Mark	Car Unit No.	
GNRR	017060	(Prior Month)
GNRR	118335	(Prior Month)
RCPX	171054	(Prior Month)
RMGX	009159	(Prior Month)
SLGG	015409	(Prior Month)
SLGG	015430	(Prior Month)
ITGX	009667	(Prior Month)
ITGX	009678	(Prior Month)
MC	005480	(Prior Month)
RMGX	009234	(Prior Month)
PPU	003007	(Jan. 02)
MACX	000710	(Jan. 02)
RMGX	000931	(Jan. 02)
RMGX	008001	(Jan. 02)
RMGX	008004	(Jan. 02)
RMGX	008005	(Jan. 02)
ITGX	011554	(Jan. 02)
ITGX	012830	(Jan. 02)